

# ANNUAL REPORT 2018 - 19



Bengal Tea & Fabrics Ltd.



CORPORATE INFORMATION	
<b>BOARD OF DIRECTORS</b>	<b>Mr. Adarsh Kanoria</b> <i>Chairman &amp; Managing Director</i> <b>Mr. Kailash Prasad Khandelwal</b> <i>Whole-time Director</i> <b>Mr. Golam Momen</b> <i>Independent Director</i> <b>Mr. Dharendra Kumar</b> <i>Independent Director</i> <b>Mr. Abhijit Datta</b> <i>Independent Director</i> <b>Mr. Samveg A. Lalbhai</b> <i>Non-Executive Director</i> <b>Mr. Navin Nayar</b> <i>Independent Director</i> <b>Mrs. Shubha Kanoria</b> <i>Non-Executive Director</i> <b>Mr. Ashutosh Bhagat</b> <i>Independent Director</i>
<b>CHIEF FINANCIAL OFFICER</b>	<b>Mr. Atul Doshi</b>
<b>COMPANY SECRETARY</b>	<b>Mrs. Sunita Shah</b>
<b>AUDITORS</b>	<b>M/s. Singhi &amp; Co., Chartered Accountants</b>
<b>BRANCH AUDITORS</b>	<b>M/s. Sorab S. Engineer &amp; Co., Chartered Accountants</b>
<b>COST AUDITORS</b>	<b>M/s. N. D. Birla &amp; Co., Cost Accountants</b> <b>M/s. D. Radhakrishnan &amp; Co., Cost Accountants</b>
<b>INTERNAL AUDITORS</b>	<b>M/s. Parikh &amp; Associates, Chartered Accountants</b> <b>M/s. L.A.B.H. &amp; Associates, Chartered Accountants</b>
<b>SECRETARIAL AUDITOR</b>	<b>M/s. H. M. Choraria &amp; Co., Practising Company Secretaries</b>
<b>BANKERS</b>	State Bank of India Punjab National Bank IDBI Bank
<b>TEA DIVISION</b>	<b>Ananda Tea Estate P.O. Pathalipam 787 056 Dist. North Lakhimpur (Assam)</b>
<b>TEXTILE DIVISION</b>	<b>Asarwa Mills Asarwa Road, Ahmedabad 380 016 (Gujarat)</b>
<b>REGISTERED OFFICE</b>	Century Towers, 4th Floor, 45, Shakespeare Sarani, Kolkata 700 017 Telefax Nos. : 91 33 2283-6416/17, E-mail : investor@bengaltea.com / mail@bengaltea.com Website : www.bengaltea.com
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	<b>C. B. Management Services (P) Ltd.</b> , P-22, Bondel Road, Kolkata 700 019 Telephone : 91 33 4011 6716/17/23/28, Fax : 4011-6739 E-mail : rta@cbmsl.com

## CONTENTS

Notice of Annual General Meeting	2-18	Annual Report on CSR activities	57
Directors' Report	19-25	Independent Auditors' Report	58-65
Management Discussion & Analysis Report	26-28	Balance Sheet	66
Report on Corporate Governance	29-41	Statement of Profit & Loss	67
Form No. MGT-9 - Extract of Annual Return	42-51	Cash Flow Statement	68-69
Form No. MR-3 - Secretarial Audit Report	52-53	Statement of Change in Equity	70
Particulars of Employees	54-55	Notes to the Financial Statements	71-111
Report on Energy Conservation etc.	56		



CIN : L51909WB1983PLC036542

Century Towers, 45 Shakespeare Sarani, 4th Floor, Kolkata 700 017

Telefax : 91-33 2283 6416/17; E-mail : investor@bengaltea.com; Website : www.bengaltea.com

**NOTICE****TO THE MEMBERS**

NOTICE is hereby given that the 36th Annual General Meeting (AGM) of the Members of **Bengal Tea & Fabrics Limited** will be held at "Bharatiya Bhasha Parishad", 36 A, Shakespeare Sarani, Kolkata 700 017 on Saturday, the 10th day of August, 2019 at 10.30 A.M. to transact the following business :

**ORDINARY BUSINESS****1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon and to pass the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 including the Audited Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, the Reports of Directors and Auditors thereon, as circulated to the Shareholders and now submitted to this Meeting be and are hereby approved and adopted."

**2. Re-appointment of Director retiring by rotation**

To appoint a Director in place of Mrs. Shubha Kanoria (DIN: 00036489) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, offers herself for re-appointment and to pass the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** Mrs. Shubha Kanoria (DIN: 00036489) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, has offered herself for re-appointment, be and is hereby reappointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation."

**SPECIAL BUSINESS****3. Re-appointment of Mr. Adarsh Kanoria as the Managing Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force); re-appointment of Mr. Adarsh Kanoria, (DIN: 00027290) as the Managing Director of the Company, for a period of three years with effect from 1st day of January, 2020 be and is hereby approved upon the terms and conditions contained in the draft Agreement approved by a resolution passed by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, as set out in the Explanatory Statement attached to this notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter and vary the terms and conditions of the said agreement in such manner as may be agreed to by the Board and Mr. Adarsh Kanoria but so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto or enactments thereof, with effect from such date as may be decided by it.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all steps and perform such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

**4. Re-appointment of Mr. Kailash Prasad Khandelwal as the Whole-time Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act (including any statutory modification(s) or re-enactment thereof for the time



## NOTICE (Contd.)

being in force); re-appointment of Mr. Kailash Prasad Khandelwal, (DIN:00914834) as the Whole-time Director of the Company, for a period of three years with effect from 1st day of January, 2020 be and is hereby approved upon the terms and conditions contained in the draft Agreement approved by a resolution passed by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, as set out in the Explanatory Statement attached to this notice,

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter and vary the terms and conditions of the said agreement in such manner as may be agreed to by the Board and Mr. Kailash Prasad Khandelwal but so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto or enactments thereof, with effect from such date as may be decided by it.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all steps and perform such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

### 5. Appointment of Branch Auditors of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Section 139, 143 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Khandhar & Associates, Chartered Accountants, (Firm Regn. No. 11894W), be and are hereby appointed as the Branch Auditors of the Company, to conduct the audit of the Textile Division and to hold office from the 36th Annual General Meeting of the Company till the conclusion of the 41st Annual General Meeting on a remuneration of ₹ 1,75,000/- p.a. plus out of pocket expenses and taxes, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### 6. Fixation of Remuneration of Cost Auditors of the Textile Division of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s N. D. Birla & Co., (Firm Regn. No. 000028) appointed by Board of Directors of the Company as the Cost Auditors for the Textile Division of the Company, to conduct the audit of cost records of the Textile Division of the Company for the financial year ending 31st March, 2020, be paid a remuneration of ₹ 40,000/- p.a. plus out of pocket expenses and taxes, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### 7. Fixation of Remuneration of Cost Auditors of the Tea Division of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. D. Radhakrishnan & Co., (Firm Regn. No. 000018) appointed by Board of Directors of the Company as the Cost Auditors of the Tea Division of the Company, to conduct the audit of cost records of Tea Division of the Company for the financial year ending 31st March, 2020, be paid the remuneration of ₹ 25,000/- p.a. plus out of pocket expenses and taxes, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



## NOTICE (Contd.)

## 8. Alteration of Articles of Association of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered in the following manner:

The existing Article 76 be read as Article 76 (1) and after that the following new clause shall be inserted as Article 76 (2)

**"Disqualification of a Director :**

*Director of the Company shall be considered as disqualified in any of the following cases :*

- a) *The Company in which he is a director has not filed financial statements or Annual return for a continuous period of three financial years, or*
- b) *The Company in which he is a director has failed to repay the deposits accepted by the company or failed to pay interest thereon or failed to redeem any debentures on due date or failed to pay interest due thereon or failed to pay any dividend declared and such failure to pay or redeem continues for one year or more, or*
- c) *The name of the Company in which he is a director is appearing in the list of wilful defaulters and/or the name of such director appears on the list of defaulter as per the definition given in RBI directions/ guidelines or the lender banks guidelines or as may be hosted by any bank or RBI at their designated website."*

Registered Office :

Century Towers, 4th Floor

45, Shakespeare Sarani, Kolkata 700 017

Dated : 25th May, 2019

By Order of the Board  
for Bengal Tea & Fabrics Ltd.

Sd/-

SUNITA SHAH

Company Secretary

(Membership No. F8495)

## NOTES :

1. The Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, SS-2 on General Meetings with respect to Special Business in item nos. 3 to 8 of the Notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of the member and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. As per Secretarial Standard 2, the Proxy-holder are requested to bring valid Identity proofs (viz., PAN Card, Voter ID Card, Passport, Aadhar Card, Driving License, Bank pass book with attested photograph and signature of accountholder, etc.) at the venue of the meeting for identification. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable. A Proxy Form is annexed to this Notice.
3. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
4. The brief profile of the Directors seeking re-appointment including relevant particulars relating to them is furnished as a part of the Notice as Annexure and in Explanatory Statement, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 "(Listing Regulations)".
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 4th August, 2019 to 10th August, 2019 (both days inclusive) for the purpose of the 36th Annual General Meeting.



## NOTICE (Contd.)

6. The Notice of the 36th AGM and the Annual Report for the year ended 2018 - 19 is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) on close of business hours on Friday, 5th July, 2019. Any person who acquires shares and became Member after despatch of Notice and Annual Report can obtain the same by downloading it from the Company's Website: [www.bengaltea.com](http://www.bengaltea.com) or may request for a copy of the same by writing to the Company at [investor@bengaltea.com](mailto:investor@bengaltea.com) or the Company's RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com).
7. Members are requested to bring their copy of Annual Report to the AGM. Members holding shares in dematerialized form are requested to bring their supporting evidence in respect of their Client ID & DP ID Nos. for easier identification of the attendance at the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
10. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting so that the required information may be readily available at the meeting.
11. Members are requested to intimate immediately change of Address, if any, to the Registrar of the Company, C.B. Management Services (P) Ltd. or the Company.
12. **Members still possessing the share certificates issued prior to 25th July, 1998 are requested to surrender the said share certificates for the reduced shareholdings as the new share certificates are only eligible for demat.**
13. Members holding shares in the physical form and desirous of making/changing nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made there under are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrars and Share Transfer Agent, C. B. Management Services (P) Ltd., who will provide the Form on request.
14. **Members are hereby informed that Securities and Exchange Board of India (SEBI) in terms of Circular No.CIR/MRD/DP/10/2013 dated 21st March, 2013 has made it mandatory for all Listed Companies to make cash payments through electronic modes to the investors. It is further directed that in case electronic payment is rejected or returned, the Company shall mandatorily print the bank account details of the investor on payment instruments. Members are requested to provide their updated Bank account particulars to enable the Company to electronically credit dividend directly in their respective bank accounts.**  
**Members holding shares in demat mode are requested to send correct bank details (including MICR No., IFSC Code, Account Type etc.) to their respective Depository Participant. Members holding shares in physical form are requested to send such bank details along with a cancelled cheque to our Registrars M/s C.B. Management Services (P) Ltd.**
15. Members are also requested to inform their correct email address, if any, to the Depositories (if shares held in demat form) and to our Registrars by visiting Website namely "[www.cbmsl.com/green.php](http://www.cbmsl.com/green.php)" (if shares held in physical form) in compliance of Green Initiative as per circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs to facilitate the Company to send notice/documents through e-mail.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account Details by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN and bank account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and bank account details to the Company/C B Management Services (P) Ltd (RTA).



## NOTICE (Contd.)

17. SEBI vide Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and Circular No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 has mandated that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f. 1st April, 2019. The Shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory Demat mode as per the regulation of SEBI.
18. The Shareholders who have not encashed their Dividend Warrants are requested to send their Warrants for revalidation otherwise the amount will be transferred to the Investor Education and Protection Fund (IEPF) on expiry of 7 years from the date of transfer of dividend amount to unclaimed dividend account.
19. Pursuant to the provision of Section 124 (6) read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the "IEPF Rules") as amended, **all shares in respect of which dividend has/have remained unpaid or unclaimed for consecutive seven years the corresponding shares shall also be transferred in the name of Demat Account of IEPF Authority.**  
22,616 equity shares against 391 folios corresponding to the dividend for the year ended on 31st March, 2010 which remained unclaimed for seven consecutive years have been transferred to Demat Account of IEPF Authority.
20. Pursuant to the provisions of the Companies Act, 2013 and SS-2 : Secretarial Standard on General Meetings, the Company wishes to inform that no distribution of gift will be made by the Company in connection with the 36th Annual General Meeting.
21. A copy of the documents referred to in the Notice and accompanying Explanatory Statement will be open for inspection to the Members at the Registered Office of the Company on any working day, between 11 a.m. to 1.00 p.m. except Sundays and Public Holidays from the date hereof upto the date of the AGM, without any fee.
22. **Voting through electronic means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Rules, 2015, the Company is pleased to provide its members a facility to exercise their right to vote using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") at the 36th Annual General Meeting (AGM) and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility and a member may avail of the facility at his/her/its discretion. The instructions for e-voting are as under:
    - (i) Log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
    - (ii) Click on "Shareholders" tab.
    - (iii) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
    - (iv) Next enter the Image Verification as displayed and Click on Login.
    - (v) If you are holding shares in Demat form and have logged in to [www.evotingindia.com](http://www.evotingindia.com) and voted in an earlier voting of any company, then your existing password is to be used.



## NOTICE (Contd.)

- (vi) However, if you are a first time user, please follow the steps given below :

**For Members holding shares in Demat Form and Physical Form**

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio no. in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

\*Members who have not updated their PAN with the Company/Depository Participant are requested to enter in the PAN field the first two letters of their name and 8 digit (including zeros) sequence number (SQ) communicated to you. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

# Please enter any one of the details of DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <BENGAL TEA & FABRICS LIMITED> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 5th July, 2019. Please follow the instructions as prompted by the mobile app while voting on your mobile.



## NOTICE (Contd.)

## (xviii) Note for Institutional Shareholders

- Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log in to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a Compliance user by using the admin login & password. The Compliance User would be able to link the account(s) which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xix) The voting period begins on **Wednesday, 7th August, 2019 <9.00a.m.>** and ends on **Friday, 9th August, 2019 <5.00p.m.>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **3rd August, 2019** (close of business hours), may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(xx) Any person who acquired shares and became Member after dispatch of Notice of 36th AGM and holds shares as on the cut-off date of 3rd August, 2019 (close of business hours), may obtain the login ID and password for remote e-voting by sending a request to the Company's RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com)

(xxi) A facility for voting through ballot Paper will be made available at the Annual General Meeting venue and the Members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting on 10th August, 2019 between 10.30 A.M. till the conclusion of the meeting.

(xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- II. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 3rd August, 2019 (close of business hours). The Equity shares held by IEPF do not have any voting rights.
- III. Mr. H.M. Choraria, (CP No. 1499, Membership No. FCS 2398) of M/s H. M. Choraria & Co., Practising Company Secretaries of 14/2, Old China Bazar Street, 4th Floor, Room No. 401, Kolkata 700 001 has been appointed as the Scrutinizers to scrutinize the remote e-voting and voting process to be carried out at the AGM in a fair and transparent manner.
- IV. The scrutinizer shall within a period of not exceeding three working days from the conclusion of the meeting unblock the votes cast through remote e-voting, after counting the votes cast at the meeting in the presence of at least two witnesses not in employment of the Company and make a consolidated scrutinizer's report of the votes cast in favour or against, if any and forward to the Chairman of the AGM.
- V. The Results on resolutions shall be declared after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
- VI. The Consolidated Results declared along with the Scrutinizer's report (s) shall be placed on the Company's website [www.bengaltea.com](http://www.bengaltea.com) and on the website of CDSL within three days of passing of the resolutions at the AGM of the Company. The results will also be communicated to BSE Limited where the shares of the Company are listed.



## NOTICE (Contd.)

23. Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 3-8 of the Notice are as under:

### In respect of Item No. 3

Mr. Adarsh Kanoria (DIN: 00027290) aged about 52 years, has vast experience in the field of Tea & Textiles. Mr. Kanoria, Managing Director of the Company is a Commerce Graduate with Honours and did a Diploma in case studies from Harvard Business School, U.S.A. He has over 32 years of experience in Tea and Textile business. He is a reputed industrialist in Eastern India. He is the Chairman of the Finance & Taxation Sub Committee of Tea Association of India. He is a Director on the Board of Confederation of Indian Textile Industry and Indian Chamber of Commerce. Mr. Adarsh Kanoria and Mrs. Shubha Kanoria both the directors of the Company are inter-related as they are Husband and Wife.

Mr. Kanoria was appointed as the Managing Director of the Company for a period of 3 (Three) years w.e.f. 1st January, 2017 and his tenure would expire on 31st December, 2019. He holds 5,36,137 Equity Shares of the Company as on 31st March, 2019. He is the Chairman of the Share Transfer Committee, Share Transfer Sub-Committee and CSR Committee and a Member of Stakeholders Relationship Committee of the Company.

Mr. Kanoria is associated with the Company since long and in view of his vast experience, the Board of Directors of the Company at their meeting held on 25th May, 2019 has re-appointed Mr. Adarsh Kanoria as the Managing Director of the Company for a further period of three years w.e.f. 1st January, 2020 on such terms and conditions as mentioned in the draft agreement, to be entered into between the Company and Mr. Adarsh Kanoria subject to the approval of the members.

In accordance with the requirements of Schedule V to the Companies Act, 2013 it is informed that the Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year 2018-19 and the Nomination and Remuneration Committee, vide a resolution has also approved the remuneration payable to Mr. Adarsh Kanoria. A statement containing the requisite information in accordance with the requirement of Section II of Part II of Schedule V to the Companies Act, 2013 is also attached to this notice.

Mr. Adarsh Kanoria held the directorships of the following other companies as on 31st March, 2019:

Sl. No.	Name of the Company	Committee Membership*
1.	Ambalika Commerce Pvt. Ltd	—
2.	Kanoria Exports Pvt. Ltd.	—
3.	Rydak Enterprises & Investment Ltd.	—
4.	AKV Textiles Limited	—
5.	Confederation of Indian Textile Industry	—
6.	Indian Chamber of Commerce Calcutta	—

\* Only Audit Committee & Stakeholders Relationship Committees are being considered.

The abstract of terms and conditions including remuneration governing the re-appointment of Mr. Adarsh Kanoria as the Managing Director of the Company is as under:

**Tenure :** 3 years starting from 1st January, 2020 and ending on 31st December, 2022.

**Basic Salary per month :** ₹ 4,30,000 – ₹ 4,65,000 – ₹ 5,00,000

**Commission :** The Company shall also pay Commission as may be fixed by the Board of Directors of the Company at the end of each financial year, subject to a maximum of 3% on the profits of the Company and within the permissible limits specified in the Companies Act, 2013.